

Exhibit A

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

GROUPON, INC.,

Plaintiff,

v.

SUNG SHIN,

Defendant.

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Case No. 21-cv-06082

Honorable Judge Charles P. Kocoras

DECLARATION OF SIMON GOODALL

I, Simon Goodall, declare as follows:

1. I am the Chief Revenue Officer for Groupon, Inc. (“Groupon”).
2. I have held the Chief Revenue Officer role for eleven months, and have been employed with Groupon since June 2011.
3. I submit this declaration in support of Groupon’s Reply to its Emergency Motion for Temporary Restraining Order.

I. MR. SHIN’S EMPLOYMENT WITH GROUPON.

4. Groupon hired Sung Shin (“Mr. Shin”) in February 2021 as its Vice President, Global Head of Advertising and Ancillary Revenue. Mr. Shin commenced employment with Groupon in March 2021.

5. I was Mr. Shin’s direct supervisor for the duration of his employment with Groupon.

6. Mr. Shin was responsible for two important areas of revenue. Primarily, he was responsible for Groupon’s Coupons and Advertising, including Paid Placements, Sponsored Banners, and Sponsored Listings. In order to fulfill his duties and responsibilities as related to these ventures, Groupon provided Mr. Shin intimate details concerning its past and present metrics,

data, analyses, and strategies as related to particular merchants and clients. Mr. Shin used this confidential information to develop and help implement targeted advertising methods that connect consumers to Groupon's merchants, the same merchants Yelp, Inc. ("Yelp") competes over for limited advertising spend.

7. Groupon's product (i.e., the system facilitating the merchant-consumer connection) was central to and drove Shin's role at Groupon.

8. In his Declaration filed on November 22, 2021, Mr. Shin avers that at Yelp, he will manage Yelp Audiences and in-store management, which Groupon has "no comparable department, responsibilities, or strategy." (Shin Declaration, ¶ 11). To the contrary, at Groupon, Mr. Shin worked to develop Groupon's impression extension strategy and plan, which is exactly what "Yelp Audiences" is. In fact, Mr. Shin presented to Groupon's leadership on his advertising strategy that included moving up-funnel to drive a higher scale of revenue capture through foundational platform elements, allowing Groupon to perform reach extension.

9. Mr. Shin also worked with Groupon's in-store redemption process, which is Groupon's main attribution model. The aspects of Groupon's business that Mr. Shin ran relied primarily upon Groupon's in-store redemption process to generate return on advertising for advertisers. It is my understanding and belief that as part of his role at Yelp, Mr. Shin will have business accountabilities to outcomes and results, which mirrors his responsibilities during his employment with Groupon.

10. While Mr. Shin's title at Groupon was Vice President, Global Head of Advertising and Ancillary Revenue, as a Groupon leader, his role was cross-functional. Mr. Shin worked with multiple departments and facets of Groupon in order to develop and implement strategies used to generate revenue. Mr. Shin was responsible for the outcomes across all the teams he worked with,

including the Product Team and the Engineering Team. His role was never confined just to “business operations.” (Shin Decl., ¶ 11).

11. Mr. Shin directed the efforts of and had accountability over Groupon’s Product Team in order to define business strategy and requirements. In doing this, Mr. Shin developed Groupon’s system that facilitates a merchant connecting with a consumer. This aspect of his cross-functional role dealt primarily with how a transaction is consummated, how a merchant provides details of a product, and the tools and systems Groupon uses to drive consumer spend.

12. Mr. Shin was also accountable for the delivery of the *entire* business, not just Groupon’s business operations. This included the technical aspects of implementing the strategies Mr. Shin specifically crafted on behalf of Groupon. To do this, Mr. Shin collaborated with Groupon’s Vice President of Engineering and directed the Product Team to work with the Engineering Team.

13. While the same advertising technology is generally available to all companies, Mr. Shin worked to develop Groupon’s strategized, methodological, and planned application of the advertising technology to the merchants who work with Groupon, based on Groupon’s particular data, metrics, and analyses on such merchants, who are the same merchants Yelp competes for advertising spend. It is the specialized application as well as the intimate merchant details that Groupon strives to protect. This is no different from two restaurants that use the same ingredients to make two vastly different dishes depending on how those ingredients are synthesized.

14. Within Mr. Shin’s seven months with Groupon, he developed a multi-year advertising model based on Groupon’s data, metrics, and analyses on merchants. This is exactly what Groupon hired Mr. Shin to do. He had more than enough time, provided his open access to Groupon’s intimate merchant data, to build out Groupon’s specialized multi-year advertising

model. In fact, Mr. Shin presented his advertising model to Groupon's leadership.

15. Mr. Shin studied and relied upon Groupon's historic advertising data, such as merchant-by-merchant analyses of advertising spend, return on spend, preferences, objectives, obstacles, successes, and failures as well as specific brand categories and performance metrics, to craft advertising strategies.

16. The forms of advertising Groupon employs in its advertising ventures, such as cost per click, cost per impression, and cost per action, are the same other companies have available to them. However, the methodology in which Groupon employs such forms of advertising, based on and specifically influenced by Groupon's data, metrics, and analyses concerning merchants and clients, is highly specialized and of great advantage to any of Groupon's competitors, especially Yelp.

II. Groupon AND YELP AS COMPETITORS.

17. Groupon and Yelp both provide advertising services to merchants in order to employ methods to better connect consumers to merchants.

18. Similar to when a consumer uses Yelp, as described in the November 22, 2021 filed Declaration of Vivek Patel, Yelp's Chief Product Officer, consumers use Groupon to search for businesses in a particular vertical or within a specific locale. (Patel Declaration, ¶ 10).

19. Contradictory to Mr. Patel's assertions, Groupon has expanded beyond its Deal business, started in 2008, and now provides merchants far more offerings, such as advertising strategies specifically developed by Mr. Shin, that are competitive with Yelp's offerings. (Patel Decl., ¶ 11).

20. Groupon, like Yelp, operates as a search engine, allowing users to find businesses by entering search queries and specifying a geographic location. (Patel Decl., ¶ 5).

21. Groupon and Yelp operate within the same business verticals. For example, consumers use Groupon and Yelp to search for businesses such as hair salons, restaurants, and spas.

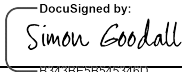
22. Groupon and Yelp provide platforms for merchants to engage with each respective company's built-in consumer base. Both consumer bases actively use Groupon and/or Yelp to search for merchants providing services and offerings within the same verticals. Groupon and Yelp each provide a similarly unique platform through their "marketplaces" and advertising offerings to merchants, which is what makes advertising through Groupon and/or Yelp particularly attractive to merchants.

23. Similar to Yelp, consumers are able to access Groupon's website and engage with the different methods of advertising Groupon exhibits without signing up for an account, which makes Groupon an attractive option for merchants' advertising needs. Groupon is not a "subscription-based service." (Patel Decl., ¶ 9).

24. Groupon and Yelp compete for the same merchants and clients to provide services that bolster consumer engagement and inform advertising practices through incremental customers and monetary spend through their similar marketplace platforms, regardless of the revenue model used by the companies.

25. Provided their similar competitive offerings and nearly parallel verticals they operate within, Groupon and Yelp compete for the same merchants' limited advertising spend by providing advertising offerings that drive incremental customers.

I swear under penalty of perjury that the preceding information is true and correct to the best of my knowledge and belief.

By: 
Name: Simon Goodall

November 22, 2021
Date